

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
USG CORPORATION,)	Case No. 01-2094 (JKF)
a Delaware corporation, <u>et al.</u> ,)	
)	Jointly Administered
Debtors.)	
)	
<hr/> USG CORPORATION, <u>et al.</u> ,)	
)	
Movant)	
)	
v.)	
)	Civil Action No. 04-1559 (JFC)
OFFICAL COMMITTEE OF)	Civil Action No. 04-1560 (JFC)
ASBESTOS PERSONAL INJURY)	
CLAIMANTS, OFFICIAL)	
COMMITTEE OF UNSECURED)	
CREDITORS, OFFICIAL)	
COMMITTEE OF ASBESTOS)	
PROPERTY DAMAGE CLAIMANTS)	
AND LEGAL REPRESENTATIVE)	
FOR FUTURE CLAIMANTS,)	
)	
Respondents.)	

ACC'S AND FCR'S PROPOSED LIST OF WITNESSES TO BE CALLED AT THE
ESTIMATION HEARING IN THEIR CASE-IN-CHIEF PURSUANT TO FED.
R.CIV.P.26(a)(1)(A) AND THE COURT'S DIRECTIVES AT THE JUNE 13 HEARING

Pursuant to Fed R. Civ. P. 26(a)(1)(A), and the Court's directives at the June 13, 2005 hearing regarding the estimation of the number and amount of USG's liabilities for present and future personal injury asbestos claims, the Official Committee of Asbestos Claimants (the "ACC") and Dean M. Trafalet as the legal representative for USG's future asbestos personal injury claimants (the "FCR") submit the following proposed list of witnesses to be called at the estimation hearing in their case-in-chief. These disclosures are based on information reasonably available to the ACC and the FCR and the ACC and the FCR reserve their right to supplement

and/or amend this list as additional information becomes available to them. The ACC and the FCR further reserve the right to designate the witnesses listed below and/or additional witnesses to rebut the testimony of any witness offered by any of the other parties to the estimation hearing.

WITNESS

SUBJECT MATTER OF PROPOSED TESTIMONY

ACC Estimation Expert

Testimony including, but not limited to, estimation of the number and value of pending and future asbestos personal injury claims against USG.

FCR Estimation Expert

Testimony, including, but not limited to, estimation of the number and value of pending and future asbestos personal injury claims against USG.

ACC Financial Expert

If the discount rate for future asbestos liabilities is at issue, testimony including, but not limited to, the discount rate to be used to calculate the present value of USG's personal injury asbestos liability as of the Petition Date and if at issue, USG's public filing reserves for its asbestos liability.

FCR Financial Expert

If the discount rate for future asbestos liabilities is at issue, testimony including, but not limited to, the discount rate to be used to calculate the present value of USG's personal injury asbestos liability as of the Petition Date.

Medical Expert

Testimony including, but not limited to, standards for diagnosis of asbestos-related diseases and the effects of those diseases; significant asbestos-related diseases can be present in patients even where standard lung function tests or x-rays appear to be normal; that lung cancer can be caused by asbestos exposure even without a diagnosis of asbestosis and that asbestos exposure can cause other cancers.

Other Medical Experts

Testimony including, but not limited to, the propensity of exposure to pure chrysotile to cause mesothelioma or other asbestos-related diseases.

Fiber Composition Expert

Testimony including, but not limited to, issues relating to whether there are any USG asbestos-containing products which consist of "pure" chrysotile.

Presently Unknown Former
or Current USG Employees

Testimony including, but not limited to, the manufacture,
sales and distribution of asbestos-containing products by
USG.

Presently Unknown Former
or Current Employees of USG
and/or outside counsel to USG
with responsibility for the asbestos
litigation defense of USG

Testimony including, but not limited to, the supervision and
conduct of the asbestos litigation defense of USG,
the litigation and settlement strategies of USG,
defenses raised by USG to defend itself in asbestos
litigation and USG's decision to join the CCR.

Former Employees of and/or
Counsel to the CCR

Testimony including, but not limited to, the operation
the CCR and USG's participation in the CCR, litigation
and/or settlement strategies in the conduct of the defense of
asbestos litigation against USG and other CCR members.

Former Construction Worker
or Taper

Testimony including, but not limited to, the uses and
application of USG's asbestos-containing products.

Plaintiffs' Lawyer

Testimony, including but not limited to, litigation and trial
of cases against USG in the tort system.

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Dated: July 14, 2005

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By: A large, stylized handwritten signature in black ink, consisting of several loops and a long horizontal stroke, is written over the signature line and extends upwards into the facsimile number area.

Counsel to Dean M. Trafelet, Future
Representative